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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re: )  
SEARS HOLDINGS CORPORATION, *et al.*, ) Chapter 11  
Debtors. ) Case No. 18-23538 (RDD)  
 ) (Jointly Administered)  
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**VERIFIED STATEMENT PURSUANT TO RULE 2019  
OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Pursuant to the provisions of Rule 2019 of the Federal Rules of Bankruptcy Procedure, Russell R. Johnson III of the Law Firm of Russell R. Johnson III, PLC files this Verified Statement of his firm's (the "Firm") multiple representations in this case of the following utility companies (the "Utilities") that provided prepetition utility goods/services to the Debtors, and continue to provide post-petition utility goods/services to the Debtors:

1. The names and addresses of the Utilities represented by the Firm are:

A. Appalachian Power Company  
Indiana Michigan Power Company  
Kentucky Power Company  
Kingsport Power Company  
Ohio Power Company  
Public Service Company of Oklahoma  
Southwestern Electric Power Company  
Attn: Dwight C. Snowden  
American Electric Power  
1 Riverside Plaza, 13<sup>th</sup> Floor  
Columbus, Ohio 43215

B. Arizona Public Service Company  
Attn: Patricia Schloss  
Senior Account Management Analyst  
2043 W. Cheryl Dr.  
Bldg. M  
Mail Station 3209  
Phoenix, Arizona 85021-1915

C. City of Ocala, Florida  
Attn: W. James Gooding III, Esq.  
Gilligan, Gooding, Franjola & Batsel, P.A.  
1531 SE 36 Avenue  
Ocala, Florida 34471

D. Consolidated Edison Company of New York, Inc.  
Orange and Rockland Utilities, Inc.  
Attn: Rosalie Zuckerman, Esq.  
4 Irving Place – Room 1875S  
New York, NY 10003

E. Baltimore Gas and Electric Company  
Commonwealth Edison Company  
PECO Energy Company  
The Potomac Electric Power Company  
Delmarva Power & Light Company  
Atlantic City Electric Company  
Attn: Lynn R. Zack, Esq.  
Assistant General Counsel  
Exelon Corporation  
2301 Market Street, S23-1  
Philadelphia, PA 19103

F. Virginia Electric and Power Company d/b/a Dominion Energy Virginia  
Attn: Sherry Ward  
701 East Cary St., One James River Plaza, 19<sup>th</sup> floor  
Richmond, VA 23219

G. Dominion Energy Ohio  
2100 Eastwood Ave.  
Akron, OH 44305  
Attn: Marrissa Hinton

H. The Connecticut Light and Power Company  
Public Service Company of New Hampshire  
Yankee Gas Services Company  
NStar Electric Company, Eastern Massachusetts  
NStar Electric Company, Western Massachusetts  
Attn: Honor S. Heath, Esq.  
Eversource Energy  
107 Selden Street  
Berlin, CT 06037

- I. The Cleveland Electric Illuminating Company  
Jersey Central Power & Light Company  
Metropolitan Edison Company  
Monongahela Power Company  
Ohio Edison Company  
Pennsylvania Electric Company  
Pennsylvania Power Company  
Potomac Edison Company  
West Penn Power Company  
Toledo Edison Company  
Attn: Kathy M. Hofacre  
FirstEnergy Corp.  
76 S. Main St., A-GO-15  
Akron, OH 44308
- J. Florida Power & Light Company  
Attn: Kevin I.C. Donaldson, Esq.  
Law Department  
700 Universe Blvd.  
Juno Beach, FL 33408
- K. Georgia Power Company  
Attn: Anderson Marshall  
2500 Patrick Henry Parkway  
McDonough, GA 30253
- L. Boston Gas Company  
Colonial Gas Company  
KeySpan Energy Delivery Long Island  
KeySpan Energy Delivery New York  
Massachusetts Electric Company  
Narragansett Electric Company  
Niagara Mohawk Power Corporation  
Attn: Christopher S. Aronson  
Senior Counsel  
National Grid  
40 Sylvan Road  
Waltham, MA 02451
- M. New York State Electric and Gas Corporation  
Attn: Kelly Potter  
Bankruptcy Department  
James A. Carrigg Center, 18 Link Drive  
Binghamton, NY 13904

N. Rochester Gas and Electric Corporation  
Attn: Patricia Cotton  
89 East Avenue  
Rochester, NY 14649

O. Public Service Electric and Gas Company  
Attn: Vilna Waldron Gaston, Esq.  
Associate General Litigation Counsel  
PSEG Services Corporation  
80 Park Plaza, T5D  
Newark, New Jersey 07102-0570

P. Salt River Project  
Attn: Diana Greer/ISB 231  
2727 E. Washington St.  
Phoenix, AZ 85034-1403

Q. San Diego Gas & Electric Company  
Attn: Tasha Davis CP61F  
Bankruptcy Specialist  
8326 Century Park Court  
San Diego, CA 92123

R. Southern California Gas Company  
Attn: Cranston J. Williams, Esq.  
Office of the General Counsel  
555 W. Fifth Street, GT14G1  
P.O. Box 30337  
Los Angeles, CA 90013-1034

S. Sacramento Municipal Utilities District  
Attn: Randall J. Hakes, Esq.  
6301 S Street, Mailstop A311  
Sacramento, California 95817

T. Southern California Edison Company  
Attn: Julia A. Mosel, Esq.  
Senior Attorney, Commercial Litigation  
2244 Walnut Grove Avenue  
P.O. Box 800  
Rosemead, California 91770

U. Tucson Electric Power Company  
UNS Electric, Inc.  
UNS Gas, Inc.  
Attn: Adam D. Melton, Esq.  
Senior Attorney – Litigation  
88 E. Broadway Blvd.  
Tucson, AZ 85701

2. The nature and the amount of claims (interests) of the Utilities, and the times of acquisition thereof are as follows:

(a) The following Utilities have unsecured claims against the above-referenced Debtors arising from prepetition utility usage: Appalachian Power Company, Indiana Michigan Power Company, Public Service Company of Oklahoma, Arizona Public Service Company, Consolidated Edison Company of New York, Inc., Orange and Rockland Utilities, Inc., PECO Energy Company, The Potomac Electric Power Company, Atlantic City Electric Company, Virginia Electric and Power Company d/b/a Dominion Energy Virginia, The East Ohio Gas Company d/b/a Dominion East Ohio, The Connecticut Light and Power Company, Public Service Company of New Hampshire, Yankee Gas Services Company, NStar Electric Company, Eastern Massachusetts, NStar Electric Company, Western Massachusetts, The Cleveland Electric Illuminating Company, Jersey Central Power & Light Company, Metropolitan Edison Company, Monongahela Power Company, Ohio Edison Company, Pennsylvania Electric Company, Pennsylvania Power Company, Potomac Edison Company, Toledo Edison Company, Boston Gas Company, Colonial Gas Company, KeySpan Energy Delivery Long Island, KeySpan Delivery New York, Massachusetts Electric Company, Narragansett Electric Company, Niagara Mohawk Power Corporation, New York State Electric and Gas Corporation, Rochester Gas and Electric Corporation, Public Service Electric and Gas Corporation, Southern California Gas Company, Sacramento Municipal Utilities District and UNS Gas, Inc.

(b) The following Utilities held prepetition deposits which secured all prepetition debt:

Georgia Power Company, Kingsport Power Company, Tucson Electric Power Company,  
Kentucky Power Company, Ohio Power Company, Southwestern Electric Power Company,  
Baltimore Gas and Electric Company, City of Ocala, Florida and Florida Power & Light  
Company.

(c) The following Utilities held surety bonds which secured all prepetition debt and  
which they will make claims upon for payment of the prepetition debt that the Debtors owe to  
those utility companies: Salt River Project, UNS Electric, Inc., Commonwealth Edison  
Company and West Penn Power Company.

(d) The following Utilities held letters of credit which secured all prepetition debt and  
which they will make demands upon for payment of the prepetition debt that the Debtors owe to  
those utility companies: San Diego Gas & Electric Company and Southern California Edison  
Company.

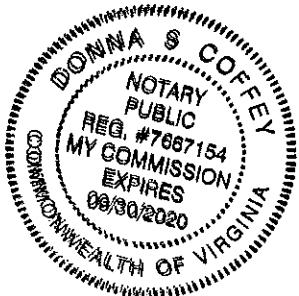
(e) Delmarva Power & Light Company held a combination of prepetition cash  
deposits and surety bonds which secured all prepetition debt and which they will  
make claims upon for payment of the prepetition debt that the Debtors owe.

3. The Law Firm of Russell R. Johnson III, PLC was retained to represent the  
foregoing Utilities in November 2018. The circumstances and terms and conditions of  
employment of the Firm by the Companies is protected by the attorney-client privilege and  
attorney work product doctrine.

LAW FIRM OF ROSELL R. JOHNSON III, PLC  
By: Is/ Russell R. Johnson III  
Russell R. Johnson III

Russell R. Johnson III appeared before me this 20<sup>th</sup> day of December 2018, and acknowledged that the representations in the foregoing statement are true to the best of his knowledge, information and belief.

NOTARY PUBLIC



Donna S Coffey  
My commission expires: 09/30/2020